

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS

In re:

SOUTHERN SKY AIR & TOURS, LLC  
D/B/A DIRECT AIR.

Debtor.

Case No. 12-40944 (MSH)

Chapter 11

**ORDER GRANTING DEBTOR'S APPLICATION FOR AUTHORITY TO  
EMPLOY AND RETAIN ASI ADVISORS, LLC AS FINANCIAL ADVISORS**

Upon the application (the “Application”)<sup>1</sup> for authority to employ and retain ASI Advisors, LLC (“ASI Advisors”) as financial advisors to Southern Sky Air & Tours, LLC d/b/a Direct Air (the “Debtor”), and upon the Retention Affidavit of Donald A. Stukes in support of the Application, and the Court having jurisdiction to hear the Application, and it appearing that sufficient notice of the Application has been given, and it appearing that the relief requested by the Application is in the best interests of the Debtor’s estate, and sufficient cause appearing therefor; it is hereby:

ORDERED that the Application is granted; and it is further

ORDERED that the Debtor is authorized to employ and retain ASI Advisors as its financial advisors in its Chapter 11 case on the terms set forth in the Application and the Engagement Letter attached as Exhibit “A” to the Application; and it is further

ORDERED that the compensation and expense reimbursement to be allowed to ASI Advisors shall be determined by the Court, in accordance with sections 330 and 331 (as applicable) of the Bankruptcy Code; and it is further

---

<sup>1</sup>All capitalized terms not otherwise defined herein shall have the meaning ascribed to the term in the Application.

ORDERED that ASI Advisors may hold the Retainer pending final allowance of compensation pursuant to 11 U.S.C. § 330 and receive interim compensation from the Debtor pursuant to Orders of this Court, if any, authorizing its payment, upon appropriate application thereof; and it is further

ORDERED that the indemnification provisions in the Engagement Letter are approved; and it is further

ORDERED that approval of the Application shall be deemed effective as of the Petition Date in accordance with MLBR 2014-1(d); and it is further

ORDERED that the Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: March \_\_\_, 2012

---

Melvin S. Hoffman  
United States Bankruptcy Judge